

ORIGINAL



0000038338

RECEIVED

2006 JAN 17 P 2:18

AZ CORP COMMISSION
DOCKET CONTROL
BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

JEFF HATCH-MILLER, Chairman
MARC SPITZER
WILLIAM A. MUNDELL
MIKE GLEASON
KRISTIN K. MAYES

IN THE MATTER OF THE APPLICATION)
OF ARIZONA WATER COMPANY, AN)
ARIZONA CORPORATION, FOR AN)
ORDER AUTHORIZING THE ISSUANCE)
AND SALE OF \$25,000,000 OF)
ADDITIONAL GENERAL MORTGAGE)
BONDS IN ONE OR MORE FINANCINGS.)

DOCKET NO. W-01445A-05-0886_____

CERTIFICATE OF FILING LATE-FILED
EXHIBIT

On December 5, 2005 ARIZONA WATER COMPANY, a public service corporation (hereinafter referred to as "Applicant"), filed an application for authority to issue additional series of General Mortgage Bonds in one or more financings. In its application, Applicant represented that it would file, as late-filed Exhibit 3 to its application, a Certificate of Resolution of Applicant's Board of Directors authorizing the filing of the application and the taking of certain related action.

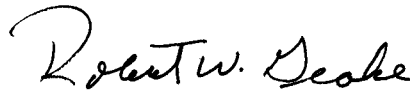
IT IS HEREBY CERTIFIED THAT on the 17th day of January 2006 Applicant filed with the Arizona Corporation Commission's Docket Control Division, at its main office located at 1200 West Washington Street, Phoenix, Arizona, in the above-captioned

1 docket, an original and thirteen (13) copies of its late-filed Exhibit 3, a Certificate of
2 Resolution of Applicant's Board of Directors.

3
4 RESPECTFULLY SUBMITTED this 17th day of January, 2006.

5
6 ARIZONA WATER COMPANY

7
8
9 By:



10 Robert W. Geake
11 Vice President and General Counsel
12 ARIZONA WATER COMPANY
13 Post Office Box 29006
14 Phoenix, AZ 85038-9006
15
16
17
18
19
20
21
22
23
24
25
26
27
28

1 Original and thirteen (13) copies of the
2 foregoing filed this 17th day of JANUARY, 2006:

3 Docket Control Division
4 Arizona Corporation Commission
5 1200 West Washington Street
6 Phoenix, Arizona 85007

7 A copy of the foregoing application mailed
8 this 13th day of JANUARY, 2006 to:

9 Christopher Kempley, Chief Counsel
10 Legal Division
11 Arizona Corporation Commission
12 1200 West Washington Street
13 Phoenix, Arizona 85007

14 Ernest G. Johnson
15 Director
16 Utilities Division
17 Arizona Corporation Commission
18 1200 West Washington Street
19 Phoenix, Arizona 85007

20
21
22
23
24
25
26
27
28
By: Robert W. Beake

ARIZONA WATER COMPANY

CERTIFICATE OF RESOLUTION

ROBERT W. GEAKE does by these presents certify that he is the Secretary of Arizona Water Company, an Arizona corporation (hereinafter sometimes referred to as the "Company"); that as such he is familiar with the records and files of the Company; that on September 27, 2005, at a regular meeting of the Board of Directors of the Company, the following resolution was adopted:

NOW, THEREFORE, BE IT RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of the Company (the "Officers of the Company") be, and they hereby are, authorized, empowered and directed to issue and sell additional series of the Company's General Mortgage Bonds in one or more financings in an aggregate principal amount not to exceed \$25,000,000; to complete the sale of said bonds, at a price equal to the principal amount thereof plus accrued interest, if any, from the date thereof to the date of delivery, in accordance with the terms and conditions set forth in the bond purchase agreements authorized by this resolution; and to execute all necessary supplemental indentures to the Company's indenture to National Boulevard Bank of Chicago and Marshall A. Warshauer as Trustees dated as of April 1, 1963 and to deliver said supplemental indentures to U.S. Bank National Association, the successor trustee, with such changes therein or modifications thereof as may be approved by the Officers of the Company, said supplemental indentures to create, establish, and provide for the additional series of bonds; and

BE IT FURTHER RESOLVED, that the Officers of the Company be, and they hereby are, authorized, empowered and directed, in the name and for and on behalf of the Company, to enter into and to execute bond purchase agreements for the purpose of issuing and selling the additional series of the Company's General Mortgage Bonds, upon the terms and conditions therein set forth, as may be approved by the Officers of the Company; and

BE IT FURTHER RESOLVED, that the Officers of the Company be, and they hereby are, authorized, empowered and directed to file with the Arizona Corporation Commission an application for authority to execute and deliver the supplemental indentures and to issue and sell additional series of the Company's General Mortgage Bonds in one or more financings in an aggregate principal amount not to exceed \$25,000,000 and to use the money to be procured by the issuance and sale of the additional series of General Mortgage Bonds to retire the Company's Series I bonds; for repayment, in whole or in part, of the Company's short term loans; and for the acquisition of property for the construction, completion, extension, or improvement of the Company's facilities, or for reimbursement of the moneys actually expended from the

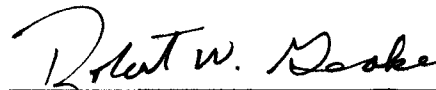
EXHIBIT 3

Company's treasury for such purposes; and to do such other acts and things as are necessary to obtain approval of said application ; and

BE IT FURTHER RESOLVED, that the Officers of the Company be, and they hereby are, authorized, empowered and directed to execute such other papers, documents and instruments, take such other steps and do such other acts and things as may be necessary, desirable or expedient in their judgment to carry out the intent and purposes of these resolutions.

The foregoing resolution is in full force and effect and has not been revoked.

IN WITNESS WHEREOF, the said Robert W. Geake has executed this certificate this 17th day of January, 2006.



Secretary